

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X		
IN RE	:		Chapter 11
OWENS CORNING, <u>et al.</u>,	:		Case Nos. 00-3837 to 3854 (JKF)
	:		(Jointly Administered)
	:		Related to D.I. No. 14180
Debtors.	:		Hearing Held February 28, 2005
	:		Agenda Item No. 4
	X		

ORDER

WHEREAS, on January 12, 2005, Credit Suisse First Boston ("CSFB"), as Agent for the pre-petition bank lenders to Owens Corning and certain of its subsidiaries, moved the Court (the "Motion") for an order authorizing CSFB to commence an adversary proceeding on behalf of the estates of the above-captioned debtors and debtors in possession (the "Debtors") against certain physicians known as B-readers who CSFB alleges falsely reported chest radiograph (x-ray) readings as positive for asbestos-related disease in personal injury claims brought against the Debtors pre-petition (the "Adversary Proceeding");

WHEREAS, CSFB, as Agent, agreed that the bank lenders would bear the costs of prosecuting the Adversary Proceeding (while reserving the right to seek court approval for reimbursement of reasonable attorneys' fees and costs from any monies recovered);

WHEREAS, on February 10, 2005, Owens Corning submitted a response and conditional opposition to the Motion (the "Conditional Opposition") in which it agreed to withdraw its opposition if the bank lenders agreed not only to cover the costs of prosecuting the Adversary Proceeding but also to indemnify Owens Corning, its directors, officers, agents,

professionals and employees against any costs or expenses, including legal fees, relating to potential counterclaims brought in the Adversary Proceeding by defendants;

WHEREAS, on February 18, 2005, CSFB filed a motion for leave to file a reply memorandum to the Conditional Opposition (the "Reply"), and on March 8, 2005, the Court entered an order authorizing CSFB to file the Reply, which CSFB did on March 10, 2005;

WHEREAS, at a hearing on the merits of the Motion before the Court on February 28, 2005 (the "Hearing"), the Court required as a condition to granting the Motion that CSFB, as Agent for the bank lenders, provide an indemnity or bond or equivalent form of security to Owens Corning against potential counterclaims;

WHEREAS, CSFB, as Agent for the bank lenders, did not comply with the Court's condition;

NOW THEREFORE, having considered the Motion, the Conditional Opposition and the Reply, and the arguments of counsel at the Hearing, and after due deliberation thereon, and good and sufficient cause appearing therefore, and due and proper notice of the Motion having been given, it is hereby

ORDERED that the Motion is **DENIED**. *The Court will reconsider this Order upon proof that an indemnity, bond, or equivalent form of security has been provided as ordered in the hearing record.*

Dated: March 21, 2005
Wilmington, DE

BY THE COURT:

Judith K. Fitzgerald

THE HONORABLE JUDITH K. FITZGERALD,
UNITED STATES BANKRUPTCY JUDGE